

# **Exhibit D**



BAKER LIEN SOLUTIONS

RECEIVABLES SECUREMENT SOLUTIONS

20501 Katy Freeway Ste. 214  
Katy, TX 77450

4/1/2020

**Sent Certified Mail RRR#**

**9414811899562450671662**

Bre Retail Residual Owner I, LLC dba Brixmor  
1525 Faraday Ave, Suite 350  
Carlsbad, CA 92008

**Sent Certified Mail RRR#**

**9414811899562450694555**

Bre Retail Residual Owner I, LLC dba Brixmor  
1 Fayette St Ste 150  
Conshohocken, PA 19428

**Sent Certified Mail RRR#**

**9414811899562450698119**

Axiom DR Construction, LLC  
dba Axiom Construction Company, LLC  
c/o Richard Otwell  
1219 Wunsche Loop  
Spring, TX 77373

Re: Lien Affidavits for Mechanic's Lien Contractual Retainage for materials and/or labor furnished by Texas A&M Concrete, LLC, to the project located at 1513 W 18<sup>th</sup> St Houston, TX TX 77008.

To all those listed above:

We hereby transmit to you by Certified Mail, Return Receipt Requested One(1) accurate copy each of Two(2) Lien Affidavits for Mechanic's Lien Contractual Retainage on behalf of Texas A&M Concrete, LLC in connection with the above-referenced project, which has been filed and recorded in the Official Public Records of Harris County, TX.

If you have any questions regarding this matter, please call

Texas A&M Concrete, LLC  
1901 Aldine Western  
Houston, TX 77038  
281-405-9557

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*Baker Lien Solutions is a leading administrator for business, legal, and financial solutions.*

*[www.BakerLien.com](http://www.BakerLien.com)*

RP-2020-138746  
03/31/2020 ER \$32.00

**LIEN AFFIDAVIT**

STATE OF TEXAS

§

Lien Affidavit for Mechanic's Lien

§

Contractual Retainage

§

HARRIS COUNTY

§

BEFORE ME, the undersigned authority, personally appeared Cris Craft, who upon his oath, deposed and stated the following:

1. My name is Cris Craft. I am a Limited Agent of Texas A&M Concrete, LLC (the "Lien Claimant"). I have knowledge of the facts set forth below and am competent and authorized to make this affidavit. The facts set forth herein are true and correct based upon my knowledge.

2. The Lien Claimant's business and mailing address is 1901 Aldine Western, Houston, TX 77038. The Lien Claimant entered into a contract with Axiom DR Construction, LLC dba Axiom Construction Company, LLC, and its last known mailing address is 1219 Wunsche Loop, Spring, TX 77373.

3. Under its contract with Axiom DR Construction, LLC dba Axiom Construction Company, LLC, the Lien Claimant agreed to furnish material relating turnkey concrete work for site concrete for the improvement of the property known as 24 Hour Fitness Jester Village, located at 1513 W. 18<sup>th</sup> St, Houston, TX 77008.

Property Number: 1402700010001, in Harris County, Texas

Legal: RES A BLK 1 JESTER VILLAGE

4. The date of Substantial Completion of the work was December 18<sup>th</sup>, 2019, Attached as Exhibit A.

5. The Owner or reputed owner of the real property described herein, is Bre Retail Residual Owner I, LLC dba Brixmor, whose mailing address is 1525 Farday Ave, Suite 350 Carlsbad, CA 92008. The General Contractor or Construction Manager for the project was Axiom DR Construction, LLC dba Axiom Construction Company, LLC.

6. The real property sought to be charged with a lien is the property located at 1513 W. 18<sup>th</sup> St, Houston, TX 77008, with the legal description attached as Exhibit B.

7. The total amount due to the Lien Claimant is \$18,358.00 in retainage. These amounts are just, due, and correct, after allowing all just credits, offsets, and payments. The Lien Claimant claims a lien on said property and improvements to secure payment of said amount.

Prepared by and Return to:  
Baker Lien Solutions  
20501 Katy Freeway, Suite 214  
Houston, TX 77450

RP-2020-138746

8. Notice of Contractual Retainage was mailed to the Project Owner/General Contractor by certified mail. A copy of this letter is attached hereto and incorporated by reference as Exhibit C.

By: Cris W. Craft  
Cris Craft, Limited Agent  
of Texas A&M Concrete, LLC

Subscribed and sworn to before me on this 27th day of March, 2020.



Brittany Mabry  
Notary Public, State of Texas

STATE OF TEXAS

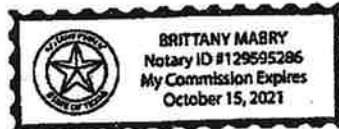
§  
§  
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COUNTY OF HARRIS

**Acknowledgement**

BEFORE ME, the undersigned authority, on this day personally appeared Cris Craft, Limited Agent of Texas A&M Concrete, LLC, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the facts were true, and he executed the same for the purposes therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 27th day of March, 2020.



Brittany Mabry  
NOTARY PUBLIC

Prepared by and Return to:  
Baker Lien Solutions  
20501 Katy Freeway, Suite 214  
Houston, TX 77450

RP-2020-138746



Texas A&M Concrete, LLC  
1901 Aldine Western Rd.  
Houston TX, 77038  
Ph: 281-405-9567 Fax: 281-405-9553

Date: December 20, 2019  
To: Axium Construction  
Project: 24 Hr Fitness Houston Heights  
Date of Substantial Completion: 12/18/2019

Texas A&M Concrete, LLC insures and warrants that all work performed by Texas A&M Concrete, LLC, whether it be movable, adjustable, or fixed, performed under this contract, including, but not limited to, all workmanship, materials, machinery, equipment and hardware shall be free of any defects, shrinkages, warpages, defective materials and workmanship. Ordinary wear and tear is not covered by this warranty unless such wear and tear is caused by defective workmanship. Texas A&M Concrete, LLC further insures and warrants to repair or replace, at his own expense, such defective materials and workmanship for a period of one year from the Date of Substantial Completion.

Nothing herein intends or implies that this warranty shall apply to work which has been abused or neglected by the Owner or his successor interests.

  
Authorized Signature

Vice President  
Title

STATE: Texas  
COUNTY OF: Harris

This instrument was acknowledged before me on 20 day of December, 2019  
By David Buzzelli on behalf of Texas A&M Concrete, LLC

  
Notary public in and for Harris County, Houston, Texas



RP-2020-138746

HARRIS COUNTY APPRAISAL DISTRICT  
REAL PROPERTY ACCOUNT INFORMATION  
3402700010001

Tax Year: 2019

Print

Owner and Property Information									
Owner Name & Mailing Address: BEN RETAIL, INDIVIDUAL OWNER I LLC 1 FAYETTE ST STE 350 CONSHOHOCKEN PA 19028-2081					Legal Description: Property Address: RES A BLK 1 JESTER VILLAGE 1504 W 15TH ST HOUSTON TX 77058				
State Class Code	Land Use Code	Building Class	Total Units	Land Area	Building Area	Net Rentable Area	Neighborhood	Market Area	Map Facet
P1 -- Real, Commercial	8004 -- Land Neighborhood Section 4	C	0	212,150 SF	66,140	64,285	5060	5020 -- Heights	Map Facet

Value Status Information		
Value Status	Notice Date	Shared CAD
Noticed	06/07/2019	No

Exemptions and Jurisdictions					
Exemption Type	Districts	Jurisdictions	Exemption Value	ARS Status	2018 Rate
None	001	HOUSTON ISD		Certified: 08/02/2019	1.206700
	040	HARRIS COUNTY		Certified: 08/02/2019	0.418890
	043	HARRIS CO FLOOD CNTRL		Certified: 08/02/2019	0.028770
	042	PORT OF HOUSTON AUTH		Certified: 08/02/2019	0.011530
	043	HARRIS CO HOSP DIST		Certified: 08/02/2019	0.171080
	044	HARRIS CO EDUC DEPT		Certified: 08/02/2019	0.005190
	048	HOU COMMUNITY COLLEGE		Certified: 08/02/2019	0.100253
	061	CITY OF HOUSTON		Certified: 08/02/2019	0.580310
Texas law prohibits us from displaying residential photographs, sketches, floor plans, or information indicating the age of a property owner on our website. You can inspect this information or get a copy at HCAD's information center at 15013 NW Freeway.					0.567920

Valuations			
Value as of January 1, 2018		Value as of January 1, 2019	
Land	Market	Land	Market
Improvement	Appraised	Improvement	Appraised
Total		Total	

Land											
Market Value Land											
Line	Description	Site Code	Unit Type	Units	Size Factor	Size Factor	Appr Q/R Factor	Appr Q/R Reason	Total Adj	Unit Price	Adj Unit Price
1	8004 -- Land Neighborhood Section 4	4343	SF	212,150	1.00	1.00	1.80	Corner or Alley	1.80	10.00	18.00
											3,818,700.00

Building							
Building	Year Built	Remodeled	Type	Style	Quality	Impr Sq Ft	Building Details
1	1970	2009	Neighborhood Shopping Center	Neighborhood Shopping Ctr	Average	21,562	Displayed
2	1997	--	Neighborhood Shopping Center	Supermarket	Average	28,938	View
3	1970	2009	Neighborhood Shopping Center	Neighborhood Shopping Ctr	Average	15,640	View

Building Data	
Element	Detail
Cooling Type	Central / Forced
Functional Utility	Any/Normal
Heating Type	Hot Air
Partition Type	Normal
Physical Condition	Good
Plumbing Type	Adequate
Spurkiler Type	None
Exterior Wall	Brick / Concr Block
Economic Obsolescence	Normal
Element	Units
Wall Height	4
Interior Finish Percent	100

## Building Details (1)

Building Areas	
Description	Area
BASE AREA PRI	21,562
COPY ROOF W/ SLAB - C	3,553



Extra Features					
Line	Description	Quality	Condition	Units	Year Built
1	CANOPY ROOF AND SLAB	Average	Average	3,553.00	1990
2	Paving - Asphalt	Average	Average	120,600.00	1990
3	Truck - Train Wells	Average	Average	1,594.00	1997
4	CANOPY ROOF AND SLAB	Average	Average	1,113.00	1990
5	CANOPY ROOF AND SLAB	Average	Average	310.00	1997
6	CANOPY ROOF AND SLAB	Average	Average	2,622.00	1970
7	CANOPY ROOF AND SLAB	Average	Average	144.00	1970

RP-2020-138746

**Notice of Contractual Retainage**

**October 15, 2019**

**Sent Certified Mail RRR #**

**9414811899561968933149**

**Bre Retail Residual Owner I, LLC dba**

**Brixmor**

**1525 Farday Ave, Suite 350**

**Carlsbad, CA 92008**

**Sent Certified Mail RRR #**

**9414811899561968935174**

**Bre Retail Residual Owner I, LLC dba**

**Brixmor**

**1 Fayette St Ste 150**

**Conshohocken, PA 19428**

**Sent Certified Mail RRR #**

**9414811899561968934351**

**Axiom DR Construction, LLC**

**dba Axiom Construction Company, LLC**

**c/o Richard Otwell**

**1219 Wunsche Loop**

**Spring, TX 77373**

**RE: Turnkey Concrete Work and/or labor for improvements**

**At 24 Hour Fitness Jester Village located at 1513 W. 18<sup>th</sup> St, Houston, TX 77008**

**Legal: RES A BLK 1 JESTER VILLAGE**

**Dear Owner and Contractor:**

In accordance with Section 53.057 of the Texas Property Code, we are writing to advise you that under our subcontract with Axiom DR Construction, LLC dba Axiom Construction Company, LLC, whose address is 1219 Wunsche Loop, Spring, TX 77373, there is a requirement for retainage to be paid to us. The approximate amount of that retainage is \$18,358.00.

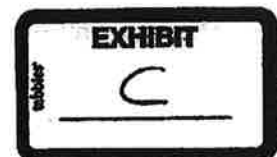
Our complete company name is Texas A&M Concrete, LLC, and our address for future communications is 1901 Aldine Western Rd, Houston, TX 77038. Our subcontractual agreement was completed on October 3<sup>rd</sup>, 2019, which is within 30 days of the sending of this notice.

We request that you provide to us notice if the general contractor is terminated or if the contract for construction is abandoned.

Yours very truly,

*Cris W. Craft*

Cris W. Craft, Limited Agent of  
Texas A&M Concrete, LLC



RP-2020-138746

RP-2020-138746

RP-2020-138746

# Pages 6

03/31/2020 08:56 AM

e-Filed & e-Recorded in the  
Official Public Records of

HARRIS COUNTY

DIANE TRAUTMAN

COUNTY CLERK

Fees \$32.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically  
and any blackouts, additions or changes were present  
at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or  
use of the described real property because of color or  
race is invalid and unenforceable under federal law.

THE STATE OF TEXAS

COUNTY OF HARRIS

I hereby certify that this instrument was FILED in  
File Number Sequence on the date and at the time stamped  
hereon by me; and was duly RECORDED in the Official  
Public Records of Real Property of Harris County, Texas.



*Diane Trautman*

COUNTY CLERK  
HARRIS COUNTY, TEXAS



RP-2020-138747  
03/31/2020 ER \$32.00

**LIEN AFFIDAVIT**

STATE OF TEXAS

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§  
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Lien Affidavit for Mechanic's Lien  
Contractual Retainage

HARRIS COUNTY

BEFORE ME, the undersigned authority, personally appeared Cris Craft, who upon his oath, deposed and stated the following:

1. My name is Cris Craft. I am a Limited Agent of Texas A&M Concrete, LLC (the "Lien Claimant"). I have knowledge of the facts set forth below and am competent and authorized to make this affidavit. The facts set forth herein are true and correct based upon my knowledge.

2. The Lien Claimant's business and mailing address is 1901 Aldine Western, Houston, TX 77038. The Lien Claimant entered into a contract with Axiom DR Construction, LLC dba Axiom Construction Company, LLC, and its last known mailing address is 1219 Wunsche Loop, Spring, TX 77373.

3. Under its contract with Axiom DR Construction, LLC dba Axiom Construction Company, LLC, the Lien Claimant agreed to furnish material relating turnkey concrete for building for the improvement of the property known as 24 Hour Fitness Jester Village, located at 1513 W. 18<sup>th</sup> St, Houston, TX 77008.

Property Number: 1402700010001, in Harris County, Texas

Legal: RES A BLK 1 JESTER VILLAGE

4. The date of Substantial Completion of the work was December 20<sup>th</sup>, 2019, Attached as Exhibit A.

5. The Owner or reputed owner of the real property described herein, is Bre Retail Residual Owner I, LLC dba Brixmor, whose mailing address is 1525 Farday Ave, Suite 350 Carlsbad, CA 92008. The General Contractor or Construction Manager for the project was Axiom DR Construction, LLC dba Axiom Construction Company, LLC.

6. The real property sought to be charged with a lien is the property located at 1513 W. 18<sup>th</sup> St, Houston, TX 77008, with the legal description attached as Exhibit B.

7. The total amount due to the Lien Claimant is \$62,148.90 in retainage. These amounts are just, due, and correct, after allowing all just credits, offsets, and payments. The Lien Claimant claims a lien on said property and improvements to secure payment of said amount.

Prepared by and Return to:  
Baker Lien Solutions  
20501 Katy Freeway, Suite 214  
Houston, TX 77450

RP-2020-138747

8. Notice of Contractual Retainage was mailed to the Project Owner/General Contractor by certified mail. A copy of this letter is attached hereto and incorporated by reference as Exhibit C.

By: Cris O Craft  
Cris Craft, Limited Agent  
of Texas A&M Concrete, LLC

Subscribed and sworn to before me on this 27th day of March, 2020.



Brittany Mabry  
Notary Public, State of Texas

STATE OF TEXAS

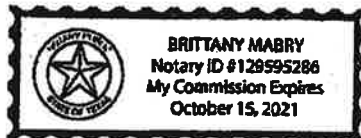
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COUNTY OF HARRIS

**Acknowledgement**

BEFORE ME, the undersigned authority, on this day personally appeared Cris Craft, Limited Agent of Texas A&M Concrete, LLC, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the facts were true, and he executed the same for the purposes therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 27th day of March, 2020.



Brittany Mabry  
NOTARY PUBLIC

Prepared by and Return to:  
Baker Lien Solutions  
20501 Katy Freeway, Suite 214  
Houston, TX 77450

RP-2020-138747



Texas A&M Concrete, LLC  
1901 Aldine Western Rd.  
Houston, TX 77038  
Ph: 281-965-9557 Fax: 281-405-9553

Date: December 20, 2019  
To: Axdom Construction  
Project: 24 Hr Fitness, Lester Village Site  
Date of Substantial Completion: 12/20/2019

Texas A&M Concrete, LLC insures and warrants that all work performed by Texas A&M Concrete, LLC, whether it be movable, adjustable, or fixed, performed under this Contract, including, but not limited to, all workmanship, materials, machinery, equipment and hardware shall be free of any defects, shrinkages, warpages, defective materials and workmanship. Ordinary wear and tear is not covered by this warranty unless such wear and tear is caused by defective workmanship. Texas A&M Concrete, LLC further insures and warrants to repair or replace, at his own expense, such defective materials and workmanship for a period of one year from the Date of Substantial Completion.


Nothing herein intends or implies that this warranty shall apply to work which has been abused or neglected by the Owner or his successor interests.

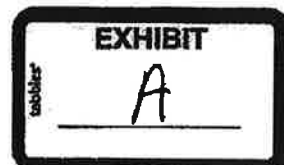
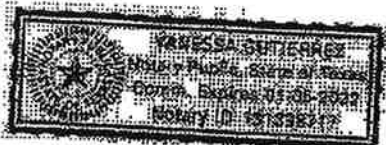
  
Authorized Signature

Vice President  
Title

STATE: Texas  
COUNTY OF: Harris

This instrument was acknowledged before me on 20 day of December, 2019  
By David Buzzelli on behalf of Texas A&M Concrete, LLC

  
Notary public in and for Harris County, Houston, Texas.



RP-2020-138747



		Extra Features			
Use	Description	Quality	Condition	Units	Year Built
1	CANOPY ROOF AND SLAB	Average	Average	3,553.00	1990
2	Paving - Asphalt	Average	Average	120,000.00	1990
3	Truck - Train Wells	Average	Average	1,584.00	1997
4	CANOPY ROOF AND SLAB	Average	Average	1,113.00	1990
5	CANOPY ROOF AND SLAB	Average	Average	310.00	1997
6	CANOPY ROOF AND SLAB	Average	Average	2,622.00	1970
7	CANOPY ROOF AND SLAB	Average	Average	144.00	1970

**Notice of Contractual Retainage**

**October 15, 2019**

**Sent Certified Mail RRR #  
9414811899561968979925**

Bre Retail Residual Owner I, LLC dba  
Brixmor  
1525 Farday Ave, Suite 350  
Carlsbad, CA 92008

**Sent Certified Mail RRR #  
9414811899561968974104**

Bre Retail Residual Owner I, LLC dba  
Brixmor  
1 Fayette St Ste 150  
Conshohocken, PA 19428

**Sent Certified Mail RRR #  
9414811899561968973336**

Axiom DR Construction, LLC  
dba Axiom Construction Company, LLC  
c/o Richard Otwell  
1219 Wunsche Loop  
Spring, TX 77373

RE: Turnkey Concrete Work and/or labor for improvements  
At 24 Hour Fitness Jester Village located at 1513 W. 18<sup>th</sup> St, Houston, TX 77008  
Legal: RES A BLK 1 JESTER VILLAGE

Dear Owner and Contractor:

In accordance with Section 53.057 of the Texas Property Code, we are writing to advise you that under our subcontract with Axiom DR Construction, LLC dba Axiom Construction Company, LLC, whose address is 1219 Wunsche Loop, Spring, TX 77373, there is a requirement for retainage to be paid to us. The approximate amount of that retainage is \$62,148.90.

Our complete company name is Texas A&M Concrete, LLC, and our address for future communications is 1901 Aldine Western Rd, Houston, TX 77038. Our subcontractual agreement was completed on October 3<sup>rd</sup>, 2019, which is within 30 days of the sending of this notice.

We request that you provide to us notice if the general contractor is terminated or if the contract for construction is abandoned.

Yours very truly,

*Cris W. Craft*  
Cris W. Craft, Limited Agent of  
Texas A&M Concrete, LLC



RP-2020-138747

RP-2020-138747  
# Pages 6  
03/31/2020 08:56 AM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
DIANE TRAUTMAN  
COUNTY CLERK  
Fees \$32.00

RECORDERS MEMORANDUM  
This instrument was received and recorded electronically  
and any blackouts, additions or changes were present  
at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or  
use of the described real property because of color or  
race is invalid and unenforceable under federal law.  
THE STATE OF TEXAS  
COUNTY OF HARRIS  
I hereby certify that this instrument was FILED in  
File Number Sequence on the date and at the time stamped  
hereon by me; and was duly RECORDED in the Official  
Public Records of Real Property of Harris County, Texas.



*Diane Trautman*

COUNTY CLERK  
HARRIS COUNTY, TEXAS

RP-2020-138747

**DML HVAC, INC.**

32111 Tamina Road  
Magnolia, Texas 77354  
281-356-2293  
License# TACLB017539E

### ***Intent to Lien Notice***

Private Projects – Notice to General Contractor First Notice 3/25/20  
(Pursuant to Section 53.056 of Texas Property Code)

Brixmor Property Group  
1525 Faraday Ave. #350  
Carlsbad, CA. 92008

Certified Mail: 7015 1730 0000 0828 7290

**Project: 24 Hour Fitness – Jester Village**  
**Tenant: 24 Hour Fitness – 14275 Midway Rd., Suite #200, Addison, TX. 75001**  
**General Contractor: Axiom Construction Co – 1219 Wunsche Loop, Spring, Tx. 77373**  
**Location: 1513 W. 18<sup>th</sup> Street, Houston, TX. 77008**

DML HVAC, Inc. has furnished labor and/or materials necessary to furnish and/or install the following general description: HVAC parts or equipment, building controls, and labor on the referenced project to you as a subcontractor per our contract with **Axiom Construction Co.** Our records indicate an unpaid balance is due on the above named project in the amount of \$ 21,454.70. This notice is to protect our rights under the mechanic's lien laws of Texas. If this claim remains unpaid you may be personally liable and your property may be subject to a lien unless: \*You withhold payments from the General Contractor for payment of the claim, or \* the claim is otherwise paid or settled.

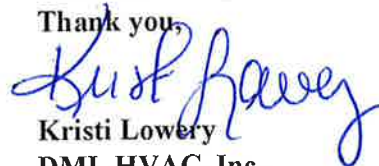
Invoice(s) as follows: 33738

Please note that if the claim owing DML HVAC, Inc. remains unpaid, DML HVAC, Inc. will seek to hold the owner liable and the Owner's property may be subject to a lien unless:

- The owner withholds payment from the General Contractor (Axiom Construction Co.) for payment of the claim, or
- The claim is otherwise paid or settled

Demand is hereby made for the payment of our claim from funds by owner unless the General Contractor disputes this claim as required by law.

Thank you,



Kristi Lowery  
DML HVAC, Inc.

32111 Tamina Rd.  
Magnolia, TX 77354  
Office 281-356-2293

Email [dmlhvac@yahoo.com](mailto:dmlhvac@yahoo.com)

General Contractor CERTIFIED MAIL: 7015 1730 0000 0828 7337

Tenant CERTIFIED MAIL: 7016 0750 0000 4554 5274

**DML HVAC Inc.**

32111 TAMINA  
MAGNOLIA, TX 77354 US  
281-356-2293  
dmlhvac@yahoo.com

**INVOICE****BILL TO**

Axiom Construction, LLC  
1219 Wunsche Loop  
Spring, Texas 77373 USA

**INVOICE #** 33738**DATE** 11/14/2019**DUE DATE** 12/14/2019**TERMS** Net 30**JOB NAME**

24 Hr - Heights

ACTIVITY	DESCRIPTION	QTY	RATE	AMOUNT
<b>Retention</b>	10% Retention on all invoices to complete the job	1	21,454.70	21,454.70
	Original Contract \$209,200.00			
	Change Order #1 \$2,400.00			
	Change Order #2 \$1,984.00			
	Change Order #3 \$963.00			

BALANCE DUE

**\$21,454.70**



**MURRAY | LOBB, PLLC**  
ATTORNEYS & COUNSELORS AT LAW  
700 GEMINI, SUITE 115  
HOUSTON, TEXAS 77058-2735

Phone: (281) 488-0630 Fax: (281) 488-2039  
Web Site: [www.murray-lobb.com](http://www.murray-lobb.com)

April 9, 2020

Axiom Construction Company, LLC  
1219 Wunsche Loop  
Spring, Texas 77373

Via Certified Mail/RRR  
# 7015 1520 0002 9395 1079  
And Regular 1<sup>st</sup> Class Mail

Brixmor Property Group  
1525 Faraday Ave., Suite 350  
Carlsbad, CA 92008

Via Certified Mail/RRR  
# 7015 1520 0002 9395 1086  
And Regular 1<sup>st</sup> Class Mail

Sienna Cypress, LLC.  
One Riverway, Suite 1870  
Houston, Texas 77056

Via Certified Mail/RRR  
# 7015 1520 0002 9395 1093  
And Regular 1<sup>st</sup> Class Mail

Williamsburg Enterprises Ltd.  
One Riverway, Suite 1870  
Houston, Texas 77056

Via Certified Mail/RRR  
# 7015 1520 0002 9395 1109  
And Regular 1<sup>st</sup> Class Mail

Crimson/Relp/Springwoods 24HFP, LLC.  
c/o Patrinely Group, LLC.  
1980 Post Oak Blvd., Suite 1600  
Houston, Texas 77056

Via Certified Mail/RRR  
# 7015 1520 0002 9395 1116  
And Regular 1<sup>st</sup> Class Mail

Re: The projects known as: 24 Hour Fitness – Jester Village; 24 Hour Fitness – Missouri City;  
and 24 Hour Fitness – City Place/Springwoods

Dear Sir or Madam:

We have enclosed copies of three (3) Affidavits for Mechanic's, Contractor's or Materialman's Liens for the above referenced projects that are being recorded in the Real Property Records Harris County and/or Fort Bend County, Texas.

Yours very truly,

Murray | Lobb, PLLC



Michele J. Parker  
Paralegal

c: DML HVAC, Inc.

Via E-mail

**AFFIDAVIT FOR MECHANIC'S, CONTRACTOR'S,  
OR MATERIALMAN'S LIEN  
(Retainage)**

State of Texas       §  
                                  §  
County of Harris     §

Before me, the undersigned authority, personally appeared Kristi Lowery, for and on behalf of DML HVAC, Inc., who, upon oath, deposed and stated:

"My name is Kristi Lowery. I am the operations manager of DML HVAC, Inc., ("Claimant"), and as such, I am authorized to make this affidavit on Claimant's behalf. I have personal knowledge of the facts stated in this affidavit. I am over eighteen years of age, never been convicted of a felony crime, and am fully competent to make this affidavit.

Claimant supplied labor and materials including, but not limited to concrete to Axiom Construction Company, LLC. at a construction project known as the 24 Hour Fitness Jester Village project, located at 1513 W. 18th Street, Houston, Texas 77008 and more particularly described as:

**The leasehold interest of 24 Hour Fitness at: See Attached Exhibit "A"**

Claimant's business physical and mailing address is 32111 Tamina Road, Magnolia, Texas 77354.

The owner or reputed owner of the above-described property is Brixmor Property Group whose last known address is 1525 Faraday Ave., Suite 350, Carlsbad, CA 92008.

The person or entity that ordered the materials from claimant is Axiom Construction Company, LLC. whose last known address is 1219 Wunsche Loop, Spring, Texas 77373.

The Tenant for whom the material and labor was supplied is 24 Hour Fitness whose last known address is 14275 Midway Rd., Suite 200, Addison, Texas 75001.

The date the work under the original contract was purportedly terminated, stopped or completed was March 23, 2020. Prior notices were sent certified mail, return receipt requested, to the reputed owner and the prime contractor on March 25, 2020.

Retainage in the amount of \$21,454.70 remains unpaid and is due and owing to Claimant, and Claimant claims a lien on said property and improvements under the provisions of the Texas Property Code.

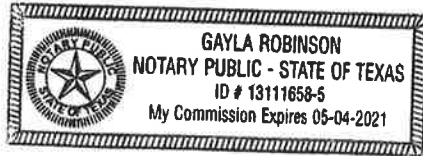
DML HVAC, Inc.

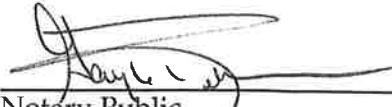
By: 

Kristi Lowery, Operations Manager

State of Texas       §  
                                 §  
County of Harris     §

SUBSCRIBED AND SWORN TO by Kristi Lowery on April 7, 2020, who acknowledged to me that she is the Operations Manager of DML HVAC, Inc., and that she has signed this Affidavit for Mechanic's Lien on behalf of DML HVAC, Inc., in his stated capacity with full authority to do so.



  
\_\_\_\_\_  
Notary Public  
State of Texas

After recording return to:

Charles E. Lobb, Jr.  
Murray Lobb, PLLC  
700 Gemini, Suite 115  
Houston, Texas 77058

**EXHIBIT "A"**

Property: 1501-1531 West 18th Street, Houston, TX 77008

ALL THAT CERTAIN 4.8703 ACRES OF LAND, BEING ALL THAT CERTAIN 4.8703 ACRES DESCRIBED IN A DEED DATED 01-23-1995 FROM JERRY J. MOORE ET UX TO MOORE REALTY PARTNERSHIP, L. P. FILED FOR RECORD IN THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS, AT D CLERK FILE NO. R-247245, FILM CODE NO. 502-59-2399, BEING COMPRISED OF THE FOLLOWING: ALL OF RESERVE "B", LAZYBROOK, SECTION 6, ACCORDING TO THE PLAT THEREOF, FILED AT VOLUME 53, PAGE 72, HARRIS COUNTY MAP RECORDS, 3.2997 ACRES OUT OF THE HENRY REINERMAN SURVEY, A-644 AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A FOUND 5/8" IRON ROD WITH CAP MARKING THE SOUTHWEST CORNER OF SAID RESERVE "B", AND BEING LOCATED AT THE INTERSECTION OF THE NORTH RIGHT-OF-WAY LINE WEST T.C. JESTER BOULEVARD (120' WIDE) AND THE EAST RIGHT-OF-WAY LINE ELLA BOULEVARD (100' WIDE) AND BEING A POINT ON A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF  $02^{\circ} 57' 08''$ , A RADIUS OF 1,100.00', WHOSE CHORD BEARS N  $18^{\circ} 15' 42''$  E - 56.67';

THENCE WITH THE SAID EAST RIGHT-OF-WAY LINE AND SAID CURVE FOR AN ARC DISTANCE OF 56.67 FEET, TO A FOUND 5/8" IRON FOR CORNER;

THENCE S  $89^{\circ} 05' 20''$  EAST - 354.12', WITH THE SOUTH LINE OF A WHITE OAK BAYOU (300' WIDE), RECORDED IN VOLUME 2943, PAGE 111, DEED RECORDS, HARRIS COUNTY, TEXAS, TO A FOUND 5/8" IRON ROD WITH CAP FOR CORNER;

THENCE S  $00^{\circ} 45' 20''$  W - 1.40', WITH THE EAST LINE OF SAID RESERVE, TO A SET 5/8" IRON ROD WITH CAP FOR CORNER;

THENCE S  $89^{\circ} 01' 52''$  E - 116.43', CONTINUING WITH THE SOUTH LINE OF THE AFOREMENTIONED BAYOU, TO A FOUND 5/8" IRON ROD WITH CAP FOR THE POINT OF CURVATURE OF A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF  $86^{\circ} 29' 49''$ , A RADIUS OF 371.67', WHOSE CHORD BEARS S  $45^{\circ} 46' 56''$  E - 509.31';

THENCE CONTINUING WITH SAID SOUTH LINE AND WITH SAID CURVE FOR AN ARC DISTANCE OF 561.09', TO A FOUND RAILROAD SPIKE FOR CORNER;

THENCE N  $89^{\circ} 57' 33''$  W 493.76', WITH THE NORTH RIGHT-OF-WAY LINE WEST 18TH STREET (100' WIDE), TO A FOUND 5/8" IRON ROD WITH CAP FOR CORNER, BEING A POINT ON A CURVE OF A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF  $22^{\circ} 42' 08''$ , A RADIUS OF 1,205.93', WHOSE CHORD BEARS N  $49^{\circ} 13' 33''$  W - 474.70';

THENCE WITH THE AFOREMENTIONED NORTH RIGHT-OF-WAY LINE WEST T.C. JESTER AND SAID CURVE FOR AN ARC DISTANCE OF 477.82', TO THE POINT OF BEGINNING AND CONTAINING 4.8703 ACRES (212,151 SQUARE FEET) OF LAND, MORE OR LESS.

JSC Services, LLC  
13924 E. FM 1097 Rd  
Willis, TX 77378  
(936) 672-1418

Date: 3/27/20

OWNER:

Brixmor Property Group  
3901 Bellaire Blvd  
Houston, TX 77025

GENERAL CONTRACTOR:

Axiom DR Construction, LLC (Axiom Construction Co, LLC)  
1219 Wunsche Loop  
Spring, TX 77373

**NOTICE OF UNPAID ACCOUNT**

Project Name: 24 Hour Fitness – Jester Village Site

Project Address: 1513 W. 18<sup>th</sup> Street, Houston TX 77008

Amount past due: \$47,517.90

Greetings:

Please consider this formal notice under the laws of Texas that an unpaid account is due and owing from the undersigned firm **AXIOM CONSTRUCTION CO., LLC**, on the above referenced project for labor and materials furnished on the project.

It is our understanding that you are the owner of the real property on which the improvements are being made. If you are not the owner of the property, please advise us at once.

The principal amount of our claim is **\$47,517.90** and is unpaid. Attached is a true and correct statement of account that is due and owing.

We must provide you with the following notice required by the Texas Property Code: IF THIS CLAIM REMAINS UNPAID, YOU MAY BE PERSONALLY LIABLE AND YOUR PROPERTY SUBJECT TO A LIEN UNLESS YOU WITHHOLD PAYMENT FROM THE CONTRACTOR FOR THE PAYMENT OF THIS CLAIM OR UNLESS THIS CLAIM IS OTHERWISE PAID OR SETTLED.

This claim has accrued under Section 53.053 of the Texas Property Code and/or is past due according to the agreement between the parties. Demand is hereby made upon you as owner and representative for payment in full of this account.

Unpaid Invoice:

JSC Invoice 4093-R        \$43,802.90  
JSC Invoice 4093-CO14   \$3,715.00



CARL L. WILLIAMS  
ASSOCIATE

DIRECT DIAL 713.351.0363  
CWILLIAMS@ANDREWSMYERS.COM

April 8, 2020

*Via U.S. Mail and CM/RRR*

BRE Retail Residual Owner 1, LLC  
c/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, Delaware 19808

*Via U.S. Mail and CM/RRR*

24 Hour Fitness USA, Inc.  
12647 Alcosta Boulevard, Suite 500  
San Ramon, California 94583

*Via U.S. Mail and CM/RRR*

Axiom DR Construction, LLC  
1219 Wunsche Loop  
Spring, Texas 77373

Re: Project:	24 Hour Fitness-Jester Village Site-Remodel 1513 West 18 <sup>th</sup> Street Houston, Harris County, Texas 77008
Real Property Owner:	BRE Retail Residual Owner 1, LLC
Leasehold Owner:	24 Hour Fitness USA, Inc.
Original Contractor:	Axiom DR Construction, LLC ("Axiom Construction")
Claimant:	RSL Contractors, Ltd. ("RSL")
Claim Amount:	\$11,893.07

Dear-Sir/Madam:

This law firm represents RSL. RSL furnished labor, equipment and materials to the above-referenced Project under an agreement with Axiom Construction. There remains due and owing \$11,893.07, in retainage, for the labor, equipment and materials RSL furnished to Axiom Construction and to

Sienna Cypress, LLC  
24 Hour Fitness USA, Inc.  
April 8, 2020  
Page 2

the Project located in Harris County, Texas during the months of January, 2020. This amount does not include any attorney's fees, interest or costs which may be recoverable at law.

**This notice is given to you pursuant to the TEXAS PROPERTY CODE: IF THIS ACCOUNT REMAINS UNPAID, YOU MAY BE PERSONALLY LIABLE AND YOUR PROPERTY SUBJECTED TO A LIEN UNLESS YOU WITHHOLD PAYMENT FROM YOUR ORIGINAL CONTRACTOR FOR THE PAYMENT OF THE CLAIM OR UNLESS THE CLAIM IS OTHERWISE PAID OR SETTLED.**

RSL's agreement provides that a portion of the contract price is to be retained until substantial completion in the amount of 10% percent of progress payments pursuant to § 53.057 of the TEXAS PROPERTY CODE.

This claim is past-due under the terms of the agreement referenced above and TEXAS PROPERTY CODE § 53.053. Demand is hereby made under TEXAS PROPERTY CODE § 53.083 for payment of the amount set forth above.

Pursuant to TEXAS PROPERTY CODE § 53.055, we are enclosing a copy of the Affidavit for Mechanic's and Materialmen's Lien - Leasehold filed on April 8, 2020 with the Real Property Records of Harris County, Texas.

Demand is made for the payment of this claim. Please call me if you have any questions or comments.

Sincerely,

*/s/ Carl L. Williams*

Carl L. Williams

CLW:cc  
Enclosure

cc:

***Via CM/RRR***

Corporation Service Company  
d/b/a CSC-Lawyers Incorporating Service Company  
As Registered Agent for:  
BRE Retail Residual Owner 1, LLC  
211 E. 7<sup>th</sup> St., Suite 620  
Austin, Texas 78701

Sienna Cypress, LLC  
24 Hour Fitness USA, Inc.  
April 8, 2020  
Page 3

BRE Retail Residual Owner 1, LLC  
1 Fayette Street, Suite 150  
Conshohocken, Pennsylvania 19428

***Via CM/RRR***

24 Hour Fitness USA, Inc.  
1513 West 18<sup>th</sup> Street  
Houston, Texas 77008

***Via CM/RRR***





Date: April 15, 2020

**OWNER:**

BRE Retail Residual Owner 1 LLC  
1525 Faraday Avenue, Suite 350  
Carlsbad, CA 92008

*Sent via Certified Mail, Return Receipt Requested  
And Regular First-Class Mail  
CMRRR 7018 0680 0001 5406 9753*

**CONTRACTOR:**

Axiom Construction Company, LLC  
1219 Wunsche Loop  
Spring, TX 77373

*Sent via Certified Mail, Return Receipt Requested  
And Regular First-Class Mail  
CMRRR 7018 0680 0001 5406 9760*

Re: *Claims of LMI Painting, LLC ("Claimant") for unpaid billings totaling \$6,650.76  
("Claim Amount"); 24 Hour Fitness – Jester Village Site – Remodel ("Project").*

To Whom It May Concern:

This is to provide you with notice that Claimant is owed the Claim Amount for its past-due and unpaid billings for labor and materials furnished on the Project. Claimant furnished **painting - labor and materials** for the Project under Claimant's agreement with General Contractor.

This notice is sent in compliance with the Texas Property Code's mechanic's lien provisions. Accordingly, we must notify you that if the Claim Amount remains unpaid, the owner of the premises may be personally liable, and the owner's property may be subjected to a lien unless the owner withholds payment from the contractor for payment of the claim or the claim is otherwise paid or settled.

Also, further notice is given that all of the Claim Amount has accrued and is past due. Accordingly, demand for payment of the claim in the Claim Amount is hereby made.

Enclosed are copies of the statements or billings that constitute this claim.

This also constitutes notice pursuant to section 162.001 et seq. of the Texas Property Code (the Trust Fund Act) that Claimant has a priority interest in the construction funds for this project in your possession now or released to you in the future. The Trust Fund Act states that project owners and contractors are trustees of the construction funds they receive. Such funds must be used to pay for the labor and materials on the Project and cannot be used for other purposes. The owner and contractor are deemed to be trustees of the Project funds for the benefit of unpaid subcontractors and suppliers, including Claimant, to see that payment is made.

Consequently, you are directed to set aside such construction funds to cover the Claim Amount. Diversion of construction trust funds constitutes violation of the Trust Fund Act.

Please contact me immediately regarding this notice.

Sincerely,



Jill Benedict  
AR / Project Accountant  
713-856-8757  
[jill@lmipaint.com](mailto:jill@lmipaint.com)

Invoice Number: 24HR JEST-0120126

Invoice Date: Jan 31, 2020

Submitted 1/21/2020

AXIOM CONSTRUCTION CO., INC.  
1219 WUNSCH LOOP  
SPRING, TX 77373

Description	Amount
PAY APPLICATION #7    CHANGE ORDER #2	2,029.75

Check/Credit Memo No:

TO CONTRACTOR:

Axiom Construction Company, LLC  
1219 Wunsche Loop  
Spring, Texas 77373

PROJECT:

24 Hour Fitness- Jester Village Site -Remodel  
1513 W 18th St  
Houston, Texas 77008

APPLICATION NO: 7

INVOICE NO: 0120126  
PERIOD: 01/01/20 - 01/31/20

PROJECT NO: KK522R

CONTRACT NO: SC-KK522R-35

CONTRACT DATE: 03/20/2019

CERTIFICATE DATE: 01/21/2020

SUBMITTED DATE:

FROM SUBCONTRACTOR:

LMI Painting, LLC  
5238 Britmore Rd  
Houston, Texas 77041

SUBCONTRACT FOR: All paint per specs and plans

SUBCONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Subcontract. Continuation Sheet is attached.

1. Original Contract Sum

\$41,185.00
2. Net change by change orders

\$7,054.75
3. Contract Sum to date (Line 1 ± 2)

\$48,239.75
4. Total completed and stored to date  
(Column G on detail sheet)

\$48,239.75
5. Retainage:

a. 0.00% of completed work

\$0.00

b. 0.00% of stored material

\$0.00

Total retainage

(Line 5a + 5b or total in column I of detail sheet)

\$0.00
6. Total earned less retainage  
(Line 4 less Line 5 Total)

\$48,239.75
7. Less previous certificates for payment  
(Line 6 from prior certificate)

\$46,210.00
8. Current payment due:

\$2,029.75
9. Balance to finish, including retainage  
(Line 3 less Line 6)

\$0.00

CHANGE ORDER SUMMARY		ADDITIONS	DEDUCTIONS
Total changes approved in previous months by Owner/Client:		\$5,025.00	\$0.00
Total approved this month:		\$2,029.75	\$0.00
Totals:		\$7,054.75	\$0.00
Net change by change orders:		\$7,054.75	

The undersigned certifies that to the best of the Subcontractor's knowledge, information and belief, the Work covered by this Application for Payment has been completed in accordance with the Subcontract Documents, that all amounts have been paid by the Contractor for Work which previous Certificates for payment were issued and payments received from the Owner/Client, and that no payments shown herein is now due.

SUBCONTRACTOR:

By: \_\_\_\_\_ Date: \_\_\_\_\_

State of: \_\_\_\_\_

County of: \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_

Notary Public: \_\_\_\_\_

My commission expires: \_\_\_\_\_

Document SUMMARY SHEET, APPLICATION AND CERTIFICATE FOR PAYMENT, containing Contractor's signed Certification is attached.  
Use Column I on Contracts where variable retainage for line items apply.

APPLICATION NUMBER: 7  
APPLICATION DATE: 01/21/2020  
PERIOD: 01/01/20 - 01/31/20

Contract Lines

A	B	C	D	E	F	G		H	I	
ITEM NO.	COST CODE	DESCRIPTION OF WORK	SCHEDULED VALUE	WORK COMPLETED		MATERIALS PRESENTLY STORED (NOT IN D OR E)	TOTAL COMPLETED AND STORED TO DATE (D + E + F)	% (G / C)	BALANCE TO FINISH (C - G)	RETAINAGE
				FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
1	35 - Paint and Wallcoverings	Paint	\$41,185.00	\$41,185.00	\$0.00	\$0.00	\$41,185.00	100.00%	\$0.00	\$0.00
TOTALS:			\$41,185.00	\$41,185.00	\$0.00	\$0.00	\$41,185.00	100.00%	\$0.00	\$0.00

Change Orders

558-KBGE Doc 663

A	B	C	D	E	F	G		H	I
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	WORK COMPLETED		MATERIALS PRESENTLY STORED (NOT IN D OR E)	TOTAL COMPLETED AND STORED TO DATE (D + E + F)	% (G / C)	BALANCE TO FINISH (C - G)	RETAINAGE
			FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
2	CCO # 001 Paint light poles								
2.1	35 Paint light poles	\$5,025.00	\$5,025.00	\$0.00	\$0.00	\$5,025.00	100.00%	\$0.00	\$0.00
3	CCO # 002 Paint Exterior Hand rails, post and gas line								
3.1	35 CO - paint	\$2,029.75	\$0.00	\$2,029.75	\$0.00	\$2,029.75	100.00%	\$0.00	\$0.00
	TOTALS:	\$7,054.75	\$5,025.00	\$2,029.75	\$0.00	\$7,054.75	100.00%	\$0.00	\$0.00

Grand Totals

A	B	C	D	E	F	G	H	I	
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	WORK COMPLETED		MATERIALS PRESENTLY STORED (NOT IN D OR E)	TOTAL COMPLETED AND STORED TO DATE (D + E + F)	% (G / C)	BALANCE TO FINISH (C - G)	RETAINAGE
			FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
	GRAND TOTALS:	\$48,239.75	\$46,210.00	\$2,029.75	\$0.00	\$48,239.75	100.00%	\$0.00	

Invoice Date: Nov 30, 2019

**AXIOM CONSTRUCTION CO., INC.**  
1219 WUNSCH LOOP  
SPRING, TX 77373

Customer ID	Customer PO	Payment Terms	
AXIOM CONSTRUCTION	KK522R	Net 30 Days	
			Due Date
	Courier		12/30/19

Subtotal	4,621.00
Sales Tax	
Total Invoice Amount	4,621.00
Payment/Credit Applied	
<b>TOTAL</b>	<b>4,621.00</b>

Check/Credit Memo No:

TO CONTRACTOR:

Axiom Construction Company, LLC  
1219 Wunsche Loop  
Spring, Texas 77373

PROJECT:

24 Hour Fitness- Jester Village Site -Remodel  
1513 W 18th St  
Houston, Texas 77008

APPLICATION NO: 6

INVOICE NO: 111910R  
PERIOD: 11/01/19 - 11/30/19  
PROJECT NO: KK522R

FROM SUBCONTRACTOR:

LMI Painting, LLC  
5238 Brittmore Rd  
Houston, Texas 77041

CONTRACT NO: SC-KK522R-35

CONTRACT DATE: 03/20/2019

CERTIFICATE DATE: 11/14/2019

SUBMITTED DATE:

SUBCONTRACT FOR: All paint per specs and plans

SUBCONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Subcontract. Continuation Sheet is attached.

1.	Original Contract Sum	\$41,185.00
2.	Net change by change orders	\$5,025.00
3.	Contract Sum to date (Line 1 ± 2)	\$46,210.00
4.	Total completed and stored to date (Column G on detail sheet)	\$46,210.00
5.	Retainage:	
	a. 0.00% of completed work	\$0.00
	b. 0.00% of stored material	\$0.00
	Total retainage	\$0.00
6.	Total earned less retainage (Line 5a + 5b or total in column I of detail sheet)	\$46,210.00
7.	Less previous certificates for payment (Line 6 from prior certificate)	\$41,588.99
8.	Current payment due:	\$4,621.01
9.	Balance to finish, including retainage (Line 3 less Line 6)	\$0.00

CHANGE ORDER SUMMARY		
	ADDITIONS	DEDUCTIONS
Total changes approved in previous months by Owner/Client:	\$5,025.00	\$0.00
Total approved this month:	\$0.00	\$0.00
Totals:	\$5,025.00	\$0.00
Net change by change orders:	\$5,025.00	

The undersigned certifies that to the best of the Subcontractor's knowledge, information and belief, the Work covered by this Application for Payment has been completed in accordance with the Subcontract Documents, that all amounts have been paid by the Contractor for Work which previous Certificates for payment were issued and payments received from the Owner/Client, and that such payments shown herein is now due.

SUBCONTRACTOR:

By: \_\_\_\_\_ Date: \_\_\_\_\_

State of: \_\_\_\_\_  
County of: \_\_\_\_\_  
Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_  
Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

Document SUMMARY SHEET, APPLICATION AND CERTIFICATE FOR PAYMENT, containing Contractor's signed Certification is attached.  
Use Column I on Contracts where variable retainage for line items apply.

APPLICATION NUMBER: 6  
APPLICATION DATE: 11/20/2019  
PERIOD: 11/01/19 - 11/30/19

Contract Lines

A	B	C	D	E	F	G		H	I	
ITEM NO.	COST CODE	DESCRIPTION OF WORK	SCHEDULED VALUE	WORK COMPLETED		MATERIALS PRESENTLY STORED (NOT IN D OR E)	TOTAL COMPLETED AND STORED TO DATE (D + E + F)	% (G / C)	BALANCE TO FINISH (C - G)	RETAINAGE
				FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
1	35 - Paint and Wallcoverings	Paint	\$41,185.00	\$41,185.00	\$0.00	\$0.00	\$41,185.00	100.00%	\$0.00	\$0.00
TOTALS:			\$41,185.00	\$41,185.00	\$0.00	\$0.00	\$41,185.00	100.00%	\$0.00	\$0.00

Change Orders

558-KD

A	B	C	D	E	F	G	H	I	
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	WORK COMPLETED		MATERIALS PRESENTLY STORED (NOT IN D OR E)	TOTAL COMPLETED AND STORED TO DATE (D + E + F)	% (G / C)	BALANCE TO FINISH (C - G)	RETAINAGE
			FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
2	CCO # 001 Paint light poles								Doc
2.1	35 Paint light poles	\$5,025.00	\$5,025.00	\$0.00	\$0.00	\$5,025.00	100.00%	\$0.00	\$0.00
	TOTALS:	\$5,025.00	\$5,025.00	\$0.00	\$0.00	\$5,025.00	100.00%	\$0.00	\$0.00

Grand Totals

Filed 06/29/22

A	B	C	D	E	F	G	H	I	
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	WORK COMPLETED		MATERIALS PRESENTLY STORED (NOT IN D OR E)	TOTAL COMPLETED AND STORED TO DATE (D + E + F)	% (G / C)	BALANCE TO FINISH (C - G)	RETAINAGE
			FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
	GRAND TOTALS:	\$46,210.00	\$46,210.00	\$0.00	\$0.00	\$46,210.00	100.00%	\$0.00	\$0.00





**Via Certified Mail Return Receipt Requested**

**March 26, 2020**

**To: BRF Retail Residual Owner 1 LLC,  
Axiom Construction**

**Re: Mechanic's & Materialman's Lien on the Property Located at 1513 W. 18<sup>th</sup> St. Houston, TX 77008, more particular describes as:**

To All Concerned:

You, BRF Retail Residual Owner 1, LLC, have been identified as the owner of the record of the property located at 1513 W. 18<sup>th</sup> St. Houston, TX 77008, more particular describes as; Please be advised that Kirtley Roofing & Sheet Metal, Inc. ("KSM") has a claim for services performed on and materials installed in this property which arose pursuant to a written agreement between Axiom Construction and KSM. This claim is unpaid and is in the principal amount of \$7,927.00 (Retainage). Please accept this letter as a formal demand for payment on this claim.

If payment is not received upon this claim within thirty (30) days from the date of this letter then KSM shall be entitled to file for a Mechanic's and Materialman's lien ("M&M lien), upon the property located at 1513 W. 18<sup>th</sup> St. Houston, TX 77008, more particular describes as; and upon which the aforementioned services were performed, and materials were installed. The goods and materials supplied and delivered to this property are identified, itemized and listed on Exhibit A [**INSERT COPY OF CONTRACT AND/OR INVOICES FOR PAYMENT**], which is incorporated herein by reference as if set out in full.

The M&M lien KSM shall claim is asserted pursuant to Chapter 53 of Texas Property Code and arises from the delinquency of this account, as well as the services performed on and materials installed in the property located at 1513 W. 18<sup>th</sup> St. Houston, TX 77008, more particular describes as; If this account remains unpaid, then the property will remain subject to a lien, and this lien shall exist unless and until the account is paid or otherwise settled.

Pursuant to Chapter 53 of the Texas Property Code, please accept this as further written notice of the owner and/or tenant's right to withhold any and all payments now due and owing to Axiom Construction. If the claim presented to the general contractor remains unpaid then BRF Retail Residual Owner 1, LLC, owner of the referenced property, may be personally liable and the referenced property may be subject to a lien unless you withhold payments from the contractor for the claim or the claim is otherwise paid and settled. Additionally, please accept this as further notice of KSM's right to any claim for retainage under the Texas Property Code.



Pursuant to the parties' arrangement, KSM asserts its right to (10%) of the work contracted for \$7,927.00 (Retainage). Payment of this amount may be directed to our offices.

If a payment bond exists, please provide us a copy of it. We will reimburse you for your copying expenses.

In closing, we thank you for your time and attention to this matter and invite you to contact us if we may be of further assistance.

Respectfully,

  
James West-Vice President

**Kirtley Roofing & Sheet Metal, LLC**

18902 Hamish Rd  
Tomball, TX 77377

**Invoice**

Date	Invoice #
7/18/2019	7928

Bill To
Axiom Construction Co, Inc. 1219 Wunsche Loop Spring, TX 77373

P.O. No.	Terms	Project
	Net 30	19-898 24HR Fitness-Jester Village Site

Description	Amount
Agreement # SC-KK522R-18,39 Job Name: 24HR Fitness-Jester Village Site-Remodel Scope: Exterior Walls \$27,500.00 TPO tie in \$12,320.00 New Cap Metal \$18,030.00 Wall panels on backside of new parapet wall \$21,420.00  Contract: \$79,270.00  INVOICE FOR RETAINAGE	7,927.00

THIS DOCUMENT IS YOUR NOTICE OF OUR INTENT TO FILE LIEN IF OUR  
PAYMENT TERMS ARE NOT FOLLOWED

Phone #
281-351-1022

<b>Subtotal</b>	\$7,927.00
<b>Sales Tax (0.0%)</b>	\$0.00
<b>Total</b>	\$7,927.00



March 30, 2020

***Via CM/RRR and US Mail***

BRE RETAIL RESIDUAL OWNER 1  
1 FAYETE ST, STE 150  
CONCHOHOCKEN, PA 194285-2081

***Via CM/RRR and US Mail***

AXIOM CONSTRUCTION COMPANY  
1219 WUNSCH LOOP  
SPRING, TX 77389

***Via CM/RRR and US Mail***

24 HR FITNESS  
PO BOX 2689  
CAARLSBAD, CA 92018

Re: **Project:**

**24 HR FITNESS  
1513 W. 18<sup>TH</sup> STREET  
HOUSTON, TX 77008  
AFP ALARM AND DETECTION LP**

**Subcontractor/  
Claimant:**

**NOTICE OF RETAINAGE AGREEMENT**

To whom it may concern:

Notice is hereby given pursuant to the Texas Property Code §53.057 that Allied Fire Protection, LP ("AFP") has furnished [is furnishing] materials, labor, and/or equipment to the above referenced Project under a written contract (the "Subcontract") with **AXIOM CONSTRUCTION COMPANY** ("General Contractor") for the completion of **FIRE PROTECTION WORK**.

The Subcontract allows General Contractor to withhold 10 % retainage from each monthly payment request. AFP demands payment pursuant to Section 58.083 of the Texas Property Code.

**YOU ARE HEREBY NOTIFIED THAT IF THIS CLAIM REMAINS UNPAID, YOU MAY BE PERSONALLY LIABLE AND THE ABOVE-DESCRIBED PROPERTY SUBJECTED TO A LIEN UNLESS YOU WITHHOLD PAYMENT FROM THE CONTRACTOR FOR PAYMENT OF THE CLAIM OR THE CLAIM IS OTHERWISE PAID OR SETTLED.**

Please give me a call, if you have any questions.

Sincerely,

  
of Allied Fire Protection, LP

**ALLIED FIRE PROTECTION**

Corporate Office 2003 Mykawa Road, Pearland, Texas 77581 | 1.800.604.2600 | [alliedfireprotection.com](http://alliedfireprotection.com)